

Atlantic Salmon Commission. These plans shall be reviewed by and must receive the approval of DEP prior to implementation. In reviewing the plans, the DEP will consider the recommendations of the ASC and DMR.

- F. The applicant shall, in accordance with a schedule set forth in the study plan or upon such other schedule as established by FERC, submit the results of any upstream and downstream anadromous fish passage effectiveness studies, along with any recommendations for changes in the design and/or operation of any passage facilities installed pursuant to this condition.
- G. The applicant shall be responsible for taking such actions as are needed to effectively pass anadromous fish upstream and downstream through the projects, insofar as passage is required in accordance with Parts A and B of this condition. After reviewing the results of the study, and after notice to the applicant and opportunity for hearing, the Department reserves the right to require reasonable changes in the design and/or operation of the upstream and downstream anadromous fish passage facilities installed pursuant to this condition as may be deemed necessary to effectively pass anadromous fish upstream and downstream through the projects.

## **6. Reaeration Measures**

- A. The applicant shall, commencing with the issuance of a new FERC license for the project, institute the spillage of 50 cfs at the Dundee Dam and 100 cfs at the Gambo Dam, or take other equivalent measures as may be approved by the Department, in order to meet Class B dissolved oxygen standards in the river from Dundee Dam to Saccarappa Dam under dry weather conditions. Spillage must occur whenever river temperatures exceed 22 degrees Celsius, as measured at the Gambo Dam before 8 AM, and shall be in addition to the minimum bypass flows required by Condition 1 above.
- B. The applicant shall, within 6 months of issuance of a New License for the project by FERC or upon such other schedule as established by FERC, submit plans for providing and monitoring spillage or other approved reaeration measures as required by Part A of this condition. These plans shall be reviewed by and must receive the approval of the DEP Bureau of Land and Water Quality.
- C. The applicant shall, in consultation with the Department, conduct a study or studies to determine the effectiveness of the spillage or other measures required by this condition in meeting Class B dissolved oxygen standards.

- D. The applicant shall, within 60 days following the issuance of a new FERC license for the project or upon such other schedule as established by FERC, submit plans for a study or studies to determine the effectiveness of the spillage or other measures taken pursuant to Part A of this condition in meeting Class B dissolved oxygen standards. These plans shall be reviewed by and must receive the approval of DEP prior to implementation.
- E. The applicant shall, in accordance with a schedule set forth in the study plan or upon such other schedule as established by FERC, submit the results of any studies to determine the effectiveness of the spillage or other measures taken pursuant to Part A of this condition to meet Class B dissolved oxygen standards in the river from Dundee Dam to Saccarappa Dam, along with any recommendations for changes in measures taken pursuant to this condition.
- F. The applicant shall be responsible for taking such actions as are needed to meet dissolved oxygen standards in the river from Dundee Dam to Saccarappa Dam, insofar as the project dams cause or contribute to a violation of these standards under dry weather conditions. After reviewing the study results, and after notice to the applicant and opportunity for hearing, the Department will reopen and modify the terms of this certification to require reasonable changes in the design and/or operation of the projects as may be deemed necessary to meet Class B dissolved oxygen standards in the river from Dundee Dam to Saccarappa Dam under dry weather conditions.

## **7. Recreational Facilities**

- A. The applicant shall develop and implement a Recreational Facility Enhancement Plan for each project, which shall include, at a minimum, the following measures to maintain and/or enhance recreational access and use in the project areas:

### **Dundee Project**

- Rerouting, stabilizing, and maintaining the existing canoe portage trail;
- Seeking an easement to provide walk-in angler access to the project bypass reach; and
- Investigating whether an existing access easement can be altered to permit fishery agency access for stocking purposes.

**Gambo Project**

- Enhancing and maintaining the existing informal canoe portage trail;
- Developing an interpretive sign to explain the history of the Oriental Powder Mill Complex;
- Providing walk-in angler access to the bypass reach;
- Developing parking and signs for carry-in boat access at the portage take-out location; and
- Assisting the Town of Gorham in regrading and enhancing the Gambo Road approach to the former bridge area immediately upstream from the dam.

**Little Falls**

- Establishing and maintaining a canoe portage trail;
- Assist Gorham Trails in developing parking, signage, and access for a carry-in boat launch at the Gorham Land Trust Property off of the Tow Path Road; and
- Donate approximately 0.8 acres of land on the island located off-shore of the Hawkes Property to the Gorham Land Trust.

**Mallison Falls**

- Establishing and maintaining a formal canoe portage trail;
- Providing signs for parking and access at the existing carry-in boat access site at the project powerhouse;
- Developing parking, signage, and access for a carry-in boat access site above the project dam;
- Seeking permission from the Department of Transportation and the Town of Gorham to provide a roadside pullout and carry-in boat access site next to the bridge abutment above the project dam; and

Project No. 2941-002

- 44 -

- Continuing to seek an easement or other opportunities to provide walk-in angler access to the bypass reach.
- B. The applicant shall, within 12 months following the issuance of a new FERC license for the project or upon such other schedule as established by FERC, submit a Recreational Facility Enhancement Plan for each project as required by Part A of this condition. This plan shall be prepared in consultation with the Department of Conservation and the Department of Inland Fisheries and Wildlife, and shall include a schedule for implementation. This plan shall be reviewed by and must receive approval of the DEP.

#### **8. Limits Of Approval**

This approval is limited to and includes the proposals and plans contained in the applications and supporting documents submitted and affirmed to by the applicant.

#### **9. Compliance With All Applicable Laws**

The applicant shall secure and appropriately comply with all applicable federal, state and local licenses, permits, authorizations, conditions, agreements and orders required for the operation of the projects in accordance with the terms of this certification.

#### **10. Effective Date**

This water quality certification shall be effective concurrent with the effective date of the licenses issued for the projects by the Federal Energy Regulatory Commission.



## **Appendix B**

### UNITED STATES DEPARTMENT OF THE INTERIOR'S DECISION DOCUMENT, PRESCRIPTIONS FOR FISHWAYS PURSUANT TO SECTION 18 OF THE FEDERAL POWER ACT

#### **10. Prescription for Fishways**

Pursuant to section 18 of the Federal Power Act, as amended, the Secretary of the Department of the Interior, as delegated to the Service, exercises her authority to prescribe the construction, operation, and maintenance of such fishways as deemed necessary.

##### **10.1 General Prescriptions for the Presumpscot River Projects**

A. This prescription for Fishways is based on the assumption that fish passage or dam removal would be achieved at the downstream Smelt Hill Dam and the Cumberland Mills Dam, and that the Commission will not order the removal of the Saccarappa, Mallison Falls, and/or Little Falls Projects, as described in the DEIS. (DEIS, p. 28). Several interested parties, including the Department, have urged the removal of one or more of these projects. If, in its public interest consideration and licensing decision, the Commission orders the removal of one or more of these projects, the Department will modify its Prescription for Fishways accordingly.

B. Fishways shall be constructed, operated, and maintained to provide safe, timely, and effective passage for Atlantic salmon, American shad, blueback herring, and American eels at the licensee's expense.

To ensure the immediate and timely contribution of the fishways to the ongoing and planned anadromous and catadromous fish restoration and enhancement program in the Presumpscot River, the following are included and shall be incorporated by the Licensee to ensure the effectiveness of the fishways pursuant to Section 1701(b) of the 1992 National Energy Policy Act (P.L. 102-486, Title XVII, 106 Stat. 3008).

##### **C. Design Populations**

The total number of returning fish reaching the lowermost of the five projects covered in this relicensing would depend on a number of factors, including whether fishways are installed or dam removals are used to achieve passage. Overall fishway efficiency and cumulative losses of fish attempting to use the upstream and downstream fish passage

facilities also would affect the total potential restored run of shad, river herring, salmon, and eels.

1. Shad and River Herring

Based on current estimates, restored runs of shad and river herring in the Presumpscot River could approach 75,000 shad, 200,000 alewives, and 450,000 blueback herring. The numbers of fish expected to pass each of the dams on the river are contained in the Department's Administrative Record and are summarized below (See Table 1).

2. Atlantic Salmon

Projections for restored runs of Atlantic salmon runs have been calculated, along with minimum levels of escapement at each dam needed to ensure that restoration and management goals are met. Those numbers of fish also are summarized below. It is unlikely, however, that the run of salmon would be large enough to affect the design of fishways at any of the five project dams. The more numerous species (shad and herring) typically determine the kind of fish passage that should be built at a hydroelectric project.

3. American Eel

American eels already are present in the area occupied by the five projects. While the Department does not have a precise estimate of the numbers of eels that would be expected to use fish passage at the projects, such passage would enhance the eel stocks and help achieve overall management goals. In addition, upstream passage needs for eels differ from those of Salmon, Shad, and River Herring. Separate upstream eel fishways typically are installed at barriers in addition to those that are provided for Anadromous fish.

Project No. 2941-002

- 47 -

**Table 1. Summary of Fishway Design Populations**

Project	Species	Phase 1(*)	Phase 2(*)
Saccarappa	American shad	18,000	58,000
	Blueback herring	109,000	353,000
	Atlantic salmon	273	426
	American eel	undetermined	undetermined
Mallison Falls	American shad	4,200	44,000
	Blueback herring	26,000	270,000
	Atlantic salmon	32	185
	American eel	undetermined	undetermined
Little Falls	American shad	3,100	43,000
	Blueback herring	19,000	263,000
	Atlantic salmon	15	168
	American eel	undetermined	undetermined
Gambo	American shad	--	40,000
	Blueback herring	--	244,000
	Atlantic salmon	--	153
	American eel	undetermined	undetermined
Dundee	American shad	--	22,000
	Blueback herring	--	122,000
	Atlantic salmon	--	64
	American eel	undetermined	undetermined

Note: Data provided by State agencies rounded to nearest (1,000) above 10,000.

(\*) See Paragraph 10.1.E on Scheduling.

#### 4. Other Species

Fish passage provided at one or more of the five projects would be expected to pass trout, landlocked salmon, and other riverine species. The numbers of riverine fish using the fishways are likely to be small, relative to anadromous and catadromous species.

D. Upstream fishways shall be operational during the designated migration period at river flows up to 3,000 cfs (See Table 2), as measured at the USGS gage at Westbrook (#01064118). Downstream fishways shall be operated during the designated migration period whenever units are operated at the Presumpscot River projects.

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**Table 2. Upstream and downstream migration periods for species covered in this Prescription for Fishways. \***

Species	Upstream Migration Period	Downstream Migration Period
Atlantic salmon	April 15 – November 15	April 1 – June 30 (smolts & kelts) October 15 – December 31 (kelts)
American shad	May 1 – July 15	August 1 – November 15 (juv.) May 15 – August 1 (adult)
Alewife & blueback herring	May 1 – July 15	July 15 – November 15 (juv.) May 15 – August 1 (adult)
American eel	April 1 – June 30 **	July 15 – November 15 ***

\* Any of these migration periods may be changed during the term of the license by the Service, based on new information, in consultation with the other fishery agencies and the licensee.

\*\* The eel upstream migration period will need to be refined as more information is made available. The Service is calling for the licensee to study the duration and timing of upstream eel migration through the projects so that the effectiveness of this period can be evaluated.

\*\*\* July 15 – November 15 is the period set by the State of Maine for harvesting silver eels. The Service is initially using a reduced period, September 1 – October 31 as the downstream migration period for eels. The Service is calling for the licensee to study the magnitude and timing of downstream eel migration through the projects so that the effectiveness of the reduced period can be evaluated.

#### E. Scheduling

The timing of installation of fish passage at all five projects would be based on the growth of migratory and riverine fish populations in the Presumpscot River. American eels already are present in the river and would benefit from the immediate implementation of safe, timely, and effective upstream and downstream fishways. The Commission's DEIS also recommends permanent upstream eel fishways at all five projects (DEIS, p. 225).



A fishway must be installed at Saccarappa Dam as soon as passage is achieved at Smelt Hill and Cumberland Mills. The Commission will need to include appropriate license articles requiring preparation of detailed design plans, installation schedules, and studies to evaluate effectiveness of all upstream and downstream measures to be developed in consultation with the Service and other resource agencies. In order to allow for proper consultation with resource agencies and approval by the Commission of all design plans, permanent fish passage must be operational at the Saccarappa Dam within 2 years of the completion of fishway installation at Cumberland Mills Dam (or within 2 years of its removal or breaching). If Saccarappa Dam is not relicensed, and is subsequently removed, the Commission must place similar requirements for implementing fish passage at the license for the next upstream project (Mallison Falls). The numbers of fish counted at each barrier that would be sufficient to trigger installation of fishways at upstream dams is provided below in Table 3.

Upstream fish passage for America eels shall be fully operational no later than 2 years after the date of issuance of a new license. Downstream passage (shutdowns) shall be implemented as soon as the licenses are effective (30 days after date of license issuance). This will ensure that the existing eel resource in the Presumpscot River benefits from passage improvements as soon as practicable.

**Table 3. Schedule for implementation of fish passage at Presumpscot River Projects.**

Project	Phase 1	Phase 2
Saccarappa	<p><b>Anadromous Fish:</b>  <b>Upstream passage</b> completed 2 years after passage is available at Cumberland Mills Dam.  <b>Downstream passage</b> will be completed concurrent with the completion of upstream passage. However, in the event that the Department notifies the licensee that sustained annual stocking of anadromous fish above the project has begun or will begin within 2 years, the downstream passage facility shall be constructed within 2 years of this notice.</p> <p><b>American eel:</b>  <b>Upstream passage</b> within 2 years</p>	<p><b>Anadromous Fish:</b>  <b>Upstream passage</b> upgrade of capacity in accordance with design populations for Phase 2.</p>

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Mallison Falls and Little Falls	<p>of licensing.</p> <p><b>Downstream passage</b> (shutdowns) within 30 days of licensing. (*)</p> <p><b>Anadromous Fish:</b></p> <p><b>Upstream passage</b> will be completed 2 years after 2,960 American shad or 18,020 Blueback herring are passed in any single season at Saccharappa Dam.</p> <p>(**)(***)</p> <p><b>Downstream passage</b> will be completed concurrent with the completion of upstream passage. However, in the event that the Department notifies the licensee that sustained annual stocking of anadromous fish above the project has begun or will begin within 2 years, the downstream passage facility shall be constructed within 2 years of this notice.</p>	<p><b>Anadromous Fish:</b></p> <p><b>Upstream passage</b> upgrade of capacity in accordance with design populations for Phase 2.</p>
Gambo	<p><b>American eel:</b></p> <p><b>Upstream passage</b> within 2 years of licensing</p> <p><b>Downstream passage</b> (shutdowns) within 30 days of licensing. (*)</p> <p><b>American eel:</b></p> <p><b>Upstream passage</b> within 2 years of licensing</p> <p><b>Downstream passage</b> (shutdowns) within 30 days of licensing. (*)</p>	<p><b>Anadromous Fish:</b></p> <p><b>Upstream passage</b>, pending agency review of Phase 1 for the downstream projects, will be completed 2 years after 620 American shad or 3,800 blueback herring are passed in any single season at Little Falls Dam.</p> <p><b>Downstream passage</b> will be completed concurrent with the completion of upstream passage. However, in the event that the Department notifies the licensee that</p>

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Dundee

**American eel:****Upstream passage** within 2 years of licensing**Downstream passage** (shutdowns) within 30 days of licensing. (\*)

sustained annual stocking of anadromous fish above the project has begun or will begin within 2 years, the downstream passage shall be constructed within 2 years of this notice.

**Anadromous Fish:**

**Upstream passage**, pending agency review of Phase 1 for the downstream projects, will be completed 2 years after 4,020 American Shad or 24,460 blueback herring are passed in any single season at Gambo Dam.

**Downstream passage** will be completed concurrent with the completion of upstream passage. However, in the event that the Department notifies the licensee that sustained annual stocking of anadromous fish above the project has begun or will begin within 2 years, the downstream passage shall be constructed within 2 years of this notice.

(\*) Initially, downstream passage will be via spill resulting from project shutdown for 8 hours per day beginning at sunset from September 1 through October 31. The timing and magnitude of eel migration through the projects is to be evaluated and reported by the licensee and changed as deemed necessary and appropriate by the Service. There will be consultation at each step.

(\*\*) The trigger numbers represent 20 percent of the estimated production of these species for each reach.

(\*\*\*) Design of upstream fishways will be based on potential size of the runs of shad and blueback herring. In the event that the shad and blueback herring trigger numbers



are not reached, the Service, in consultation with the MASC, will assess the options for passing any runs of Atlantic salmon that may be present.

F. The timely installation of the prescribed fishway structures, facilities, or devices is a measure directly related to those structures, facilities, or devices and is necessary to ensure the effectiveness of such structures, facilities, or devices. Therefore, the Department's Prescription includes the express requirement that the licensee (1) notify, and (2) obtain approval from the Service for any extensions of time to comply with the provisions included in the Department's Prescriptions for fishways.

G. Regarding the timing of seasonal fishway operations, fishways shall be maintained and operated, at the licensee's expense, to maximize fish passage effectiveness throughout the upstream and downstream migration periods for Atlantic salmon, American shad, blueback herring, and American eel. The migration periods for these fish species in the Presumpscot River are shown above in Table 2.

H. The licensee shall keep the fishways in proper order and shall keep fishway areas clear of trash, logs, and material that would hinder passage. Anticipated maintenance shall be performed sufficiently before a migratory period such that fishways can be tested and inspected, and would operate effectively prior to and during the migratory periods. In consultation with the Service and other fishery agencies, the licensee shall develop a fishway maintenance plan describing the anticipated maintenance, a maintenance schedule, and contingencies. The plan shall be submitted to the Service for final review and approval, and the plan shall contain the consultation comments of the fishery agencies. If any agency recommendation is not incorporated, the licensee's explanation shall be in the plan that is filed with the Commission. Upon approval by the Service, the licensee shall submit the plan to the Commission for approval.

I. The licensee shall develop plans for and conduct fishway effectiveness evaluations in consultation with the Service and other fishery agencies on all prescribed fish passage. The plans and results of effectiveness studies shall be submitted to the Service for final review and approval, and the plan shall contain the consultation comments of the fishery agencies. If any agency recommendation is not incorporated, the licensee's explanation shall be in the plan that is filed with the Commission. Upon approval by the Service, the licensee shall submit the plan to the Commission for approval.

J. The licensee shall provide personnel of the Service, and other Service-designated representatives, access to the project site and to pertinent project records for the purpose of inspecting the fishways to determine compliance with the fishway prescriptions.



K. The licensee shall develop, in consultation with and submit for approval by the Service, all functional and final design plans, construction schedules, and any hydraulic model studies for the fishways or modifications to existing fishways described herein.

## **10.2 Specific Prescriptions for the Presumpscot River Projects**

### **10.2.3 Little Falls Project (FERC #2932)**

#### **10.2.3.1 Phase 1**

##### **10.2.3.1.1 Upstream Fishways**

**Prescription item #1** – Construct a Denil “fish ladder” (4 ft. W x 1-on-8 slope) at the Little Falls powerhouse. The fish ladder is to have two entrances: one at the south end of the powerhouse tailrace, the other at the powerhouse side of the spillway. Both legs of the fish ladder are to join in a common exst channel, with facilities for counting, trapping, and sorting.

**Prescription item #2** – Provide up to 30 cfs attraction flow at each of the two entrances of the Denil fish ladder (up to 60 cfs total flow).

**Prescription item #3** – Install a separate upstream fishway for American eels; the specific location of this eelway at the project and other design criteria to be determined by the U.S. Fish and Wildlife Service following consultation with the licensee and Maine Department of Marine Resources.

##### **10.2.3.1.2 Downstream Fishways**

**Prescription item #4** – Install trashracks with a 1 clear opening at the powerhouse turbine intake and gated surface bypass discharging up to 40 cfs during the downstream migration periods.

**Prescription item #5** – Shutdown generation at sunset for at least 8 hours per night from September 1 through October 31 to provide out-migrating American eels safe and timely passage downstream via flows over the dam. To aid in the effectiveness evaluation of this item, monitor and report the timing and magnitude of eel out-migration past the project for 3 years.

Project No. 2941-002

- 54 -

### **10.2.3.2 Phase II**

**Prescription item #6** – Convert the Phase I Denil fish ladder at the powerhouse to a fish-lift (hopper capacity: 600 gal.) when the capacity of the Denil fishway is reached (20,000 shad or 200,000 river herring). The Phase II fish-lift will continue to have two gated entrances capable of discharging up to 30 cfs attraction flow each (60 cfs total), and retain existing or modified facilities for counting, trapping, and sorting.

**VIL\_RESP00279**

After recording, return to:  
Keddy Mill Enterprises LLC  
c/o MECAP  
84 Middle Street  
Portland, ME 04101

Doc# 54058 Bk:29050 Pg: 322

## QUITCLAIM DEED WITHOUT COVENANT

**HRC – VILLAGE AT LITTLE FALLS, LLC**, a-Maine limited liability company, with a principal office and mailing address of 100 Commercial Street, Suite 401, Portland, Maine 04101 (“Grantor”), for consideration paid, releases to, **KEDDY MILL ENTERPRISES, LLC** a Maine limited liability company with a mailing address of c/o Perkins Olson, 32 Pleasant Street, P. O. Box 449, Portland, ME 04112-0449, (“Grantee”), any and all right, title and interest in and to the real property, together with any improvements thereon, located at Depot Street, in the Windham, Cumberland County, Maine, more particularly bounded and described as follows (the “Premises”):

### PARCEL I (TAX MAP 38, LOT 7):

A certain lot or parcel of land in the Town of Windham, County of Cumberland, and State of Maine and being more particularly bounded and described as follows:

BEGINNING at the northeasterly corner of land now or formerly of George Wood recorded in Book 16601, Page 217 at the Cumberland County Registry of Deeds (“CCRD”).

THENCE S 89°- 07'- 00" E along the southerly side of Depot Road 281.81 feet to a 1-inch iron pipe;

THENCE N 73°- 29'- 00" E along the southerly side of Depot Road 35.83 feet to a point. Said point being the northwesterly corner of land now or formerly of Joseph Kittrell as recorded in Book 16811, Page 99 (CCRD);

THENCE S 15°-32'-00" E along the westerly line of lands of said Kittrell 141.00 feet to a point;

THENCE S 41°- 27'-00" E along the southwesterly line of land of said Kittrell 72.00 feet to an 1-inch iron rod;

THENCE N 75°- 49' - 00" E along the southerly line of land of said Kittrell 148.08 feet to a 1-inch iron pipe. Said iron pipe being the on the westerly right-of-way line of land owned by Maine Central Railroad;

THENCE southerly along said westerly right-of-way line of Maine Central Railroad being a curve to the right 101.02 feet to a point. Said curve has a radius of 1881.86', Chord Length of 101.01', and a Chord Bearing of S 08°- 51'-14" W;

THENCE S 10°- 23'-30" W along said westerly right-of-way line of said Maine Central Railroad 812.42 feet to a point;

Thence S 73°-03'-30" W along said westerly right-of-way line of said Maine Central Railroad 50.00 feet to an iron rod;

THENCE S 00°-40'-40" E along said westerly right-of-way line of said Maine Central Railroad 172.46 feet to a 4"x 4" concrete monument. Said point being a northeasterly corner of lands now or formerly of S.D. Warren Company as recorded in Book 3612, Page 25 (CCRD);

THENCE N 79°-36'- 30" W along a northeasterly line of said land of S.D. Warren Company 67.13 feet to a 4" x 4" concrete monument;

THENCE N 03°-58'- 30" E along a easterly line of said land of S.D. Warren Company 606.62 feet to a 4" x 4" concrete monument;

THENCE N 42° 33' 00" W along a northeasterly line of said land of S.D. Warren Company 389.60 feet to a point;

THENCE N 77°-50'-00" W along northeasterly line of said land of S.D. Warren Company 34.72 feet. Said point being easterly of the S.D. Warren Co. power plant;

THENCE N 12°-27'-00" E along a easterly line of said land of S.D. Warren Company 58.74 feet to a drill hole;

THENCE N 77°-33'-00" W along northerly line of said land of S.D. Warren Company 99.6 feet to a point. Said point being the southeasterly corner of the remaining land now or formerly of Lumas, Inc. as recorded in Book 18046, Page 32 (CCRD).

THENCE N 15°-46'-30" E along said land now or formerly of Lumas 192.79 feet to a 6" x 6" granite monument. Said point being the southeasterly corner of land of said Wood;

THENCE N 15°-46'-30" E along the easterly line of said Wood 59.97 feet to the  
POINT  
OF BEGINNING.

The basis of bearing for the above described parcel is 1969 Magnetic North.



The above described premises are shown on Plan entitled "Existing Conditions Plan of Keddy Mill" by Northeast Civil Solutions, dated November 6, 2003, recorded in the Cumberland County Registry of Deeds in Registry of Deeds in Plan Book 204, Page 78.

Being the same premises conveyed to HRC-Village at Little Falls, LLC by deed from Village at Little Falls, LLC, dated November 30, 2006 and recorded in the Cumberland County Registry of Deeds in Book 24617, Page 165.

**PARCEL II (TAX MAP 38, LOT 13):**

A certain lot or parcel of land together with any improvements thereon, situated in in South Windham, in the Town of Windham, County of Cumberland and State of Maine, bounded and described as follows:

Situated on the Southeasterly side of what is now known as Depot Street and bounded Northwesterly by said Depot Street; bounded Southwesterly and Southeasterly by land now or formerly of Sebago Wood Board Company, and Northeasterly by land now or formerly owned by Maine Central Railroad Company.

Being the same premises conveyed to HRC – Village at Little Falls, LLC by deed of Joseph Kittrell, dated April 5, 2006 and recorded in the Cumberland County Registry of Deeds in Book 23835, Page 21.

The above-described Parcels I and II are hereby conveyed subject to all matters of record.

By acceptance of this deed, the Grantee assumes all liability for liens and encumbrances and any and all assessments including unpaid real and personal property taxes.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Grantor has caused this instrument to be signed by its undersigned officer, duly authorized, this 19 day of October, 2011.

WITNESS:

HRC – VILLAGE AT LITTLE FALLS, LLC

Denise Chyer

By: [Signature]  
Name: Renee J. Lewis  
Its: Manager

STATE OF MAINE  
COUNTY OF CUMBERLAND,ss

October 17, 2011

Personally appeared the above-named Renee J. Lewis, in her capacity as Manager of HRC – Village at Little Falls, LLC and acknowledged before me the foregoing instrument to be her free act and deed in her said capacity and the free act and deed of Grantor.

Denise Chyer  
Notary Public/Attorney-at-Law

Printed Name: Denise Chyer  
Commission Expires: Oct. 13, 2012

SEAL

SEEN AND AGREED TO:  
KEDDY MILL ENTERPRISES, LLC  
By: LUMAS, INC.  
Its: Sole Member

\_\_\_\_\_  
By: Scott Lalumiere  
Its: President

IN WITNESS WHEREOF, Grantor has caused this instrument to be signed by its undersigned officer, duly authorized, this \_\_\_\_ day of October, 2011.

WITNESS: HRC – VILLAGE AT LITTLE FALLS, LLC

\_\_\_\_\_  
By: \_\_\_\_\_  
Name: Renee J. Lewis  
Its: Manager

STATE OF MAINE  
COUNTY OF CUMBERLAND,ss October \_\_\_, 2011

Personally appeared the above-named Renee J. Lewis, in her capacity as Manager of HRC – Village at Little Falls, LLC and acknowledged before me the foregoing instrument to be her free act and deed in her said capacity and the free act and deed of Grantor.

\_\_\_\_\_  
Notary Public/ Attorney-at-Law  
Printed Name: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

SEEN AND AGREED TO:  
KEDDY MILL ENTERPRISES, LLC  
By: LUMAS, INC.  
Its: Sole Member

  
\_\_\_\_\_  
By: Scott Lalumiere  
Its: President

Received  
Recorded Register of Deeds  
Oct 20, 2011 02:11:36P  
Cumberland County  
Pamela E. Lovley

## ENVIRONMENTAL CERTIFICATION AND INDEMNITY

**From:** Village at Little Falls, LLC (hereinafter the "Borrower")

**To:** Pioneer Capital Corporation (hereinafter "Lender")

The undersigned Borrower in consideration for a Two Hundred Forty Five Thousand Dollar (\$245,000.00) Term Loan to be made by Lender to Borrower, hereby certify to Lender as follows:

- a) That the land and buildings located at 7-9 Depot Road, Windham, Maine (hereinafter the "Property") and being more particularly described in a Mortgage, Security Agreement, Lease Assignment and Financing Statement from the Borrower to Lender of even date herewith has not been used for any purpose which would presently constitute a violation of any federal or state environmental laws or regulations, including, but not limited to, laws controlling hazardous waste or matter as provided in Title 42 USC, §9601 et seq., as amended, and Title 38 M.R.S.A. §1301 et seq.; and
- b) All existing underground petroleum storage tanks and facilities located on the Property are not older than five (5) years from the date of this Certification and are legally registered pursuant to 38 M.R.S.A. §563, and if storage tanks are older than five (5) years from date of this Certification, that all existing underground petroleum storage tanks and facilities have been "precision tested" within the last five (5) years by a person licensed or authorized to perform such tests.

**VIL\_RESP00285**



- c) That Borrower has no knowledge or suspicion that the Property has been used as a dump site for oil, hazardous materials, hazardous waste, asbestos, PCB's or any other toxic substances EXCEPT as noted in any and all reports, assessments, site investigations, inventories or test results contained in an Exhibit A attached hereto.
- d) That Borrower shall contain and remove any hazardous waste and toxic substances found on the Property now and in the future in accordance with the terms of a Voluntary Response Action Plan (VRAP) to be negotiated with the Maine Department of Environmental Protection and shall indemnify and hold harmless Lender from any and all costs (including, but not limited to, containment and removal), expenses (including reasonable attorneys' and legal assistants' fees), and liability of any kind arising out of violations of any applicable federal or state environmental laws, rules or regulations. This Agreement shall survive the repayment of the Loan.

This Indemnity shall survive the repayment of the Loan and the exercise by Lender of any of its rights and remedies under the Mortgage, Security Agreement, Lease Assignment and Financing Statement.

This is the 3rd day of November, 2004.

**Village at Little Falls, LLC**

\_\_\_\_\_  
Witness

\_\_\_\_\_  
By: Renee Lewis  
Its: Manager



## Exhibit A

Jacques Whitford Company, Inc.  
Supplemental Site Investigation  
Project No. MEP03102  
March 9, 2004

Jacques Whitford Company, Inc.  
Asbestos Survey Report  
February 21, 2004

Jacques Whitford Company, Inc.  
Preliminary Report on Test Results  
Project No. MEP03102  
February 3, 2004

Jacques Whitford Company, Inc.  
Inventory  
November 6, 2002  
(all items subsequently removed by Environ Services)

S.W. Cole Engineering, Inc.  
Environmental Site Assessment - Phase I & II  
95-499 E & 95-499.1 E  
November 17, 1997

Consla Geotechnical Engineering, Inc.  
Phase I Limited Environmental Assessment  
File No. 9323  
March 18, 1993



**VILLAGE AT LITTLE FALLS, LLC**

**MEMBER'S CERTIFICATE**

The undersigned, **Scott P. Lalumiere**, being duly sworn, state as follows:

1. Exhibit A attached hereto, is a true and complete copy of the Operating Agreement of Village at Little Falls, LLC (the "Company").
2. The Company is Manager-run.
3. Renee Lewis is the Manager of the Company.
4. The Undersigned is the sole Member of the Company.

The undersigned hereby further certifies that the above certifications are true and correct as of the date hereof.

Dated this the \_\_\_\_ day of July, 2005.

  
\_\_\_\_\_  
Scott P. Lalumiere

**OPERATING AGREEMENT  
OF  
VILLAGE AT LITTLE FALLS, LLC  
(Manager Run)**

The undersigned Company and all the Members thereof hereby enter into this Operating Agreement as of this 26th day of October, 2004, to define their respective rights and obligations in the Maine limited liability company known as **Village at Little Falls, LLC** (the "Company") under the Maine Limited Liability Company Act, 31 M.R.S.A. §601 et seq. (the "Act").

**ARTICLE 1**

**FORMATION; BUSINESS; INITIAL PRINCIPAL OFFICE**

1.1 **Formation.** The Company was formed upon the filing of Articles of Organization with the Secretary of State of the State of Maine on October 26, 2004. By execution of this Operating Agreement, the Members hereby ratify and adopt the Articles of Organization on behalf of the Company. This Operating Agreement shall be effective as of the date of such filing.

1.2 **Business.** The Company is formed for the purpose of acquiring, developing, improving, maintaining, operating, mortgaging, selling, leasing or otherwise dealing with certain real property located in Maine, together with all buildings and other improvements on or to be constructed on such property, including all personal property used in connection therewith.

1.3 **Initial Principal Office.** The Company's initial principal office shall be located at 25 Pearl Street, Portland, Maine 04101.

**ARTICLE 2**

**MEMBERS; VOTING; MEETINGS**

2.1 **Members.** The initial Members shall be as listed on Schedule A attached hereto. Transferee Members may be admitted in accordance with Article 8. No additional Membership Interests (as defined below) may be issued except in accordance with Article 10.

2.2 **Consents and Votes.** The affirmative written consent or vote in person or by proxy of Members collectively owning a majority of the Membership Interests shall be the act of the Members for all purposes, unless a greater or different vote is required under this Operating Agreement or the Act mandates a greater or different vote that cannot be modified under this Operating Agreement.